

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF INDIANA

Case number *(if known)*

Chapter

11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name USA Gymnastics

2. All other names debtor used in the last 8 years

DBA USA Gymnastics Inc.

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 75-1847871

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

130 E. Washington Street
Suite 700
Indianapolis, IN 46204

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Marion
County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL) <https://usagym.org/>

6. Type of debtor

☐ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☒ Other. Specify: 501(c)(3) organization

Debtor USA Gymnastics
Name

Case number (if known) _____

7. Describe debtor's business A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. *Check all that apply*

- ☒ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

8. Under which chapter of the Bankruptcy Code is the debtor filing? *Check one:*

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. *Check all that apply:*

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____

District _____ When _____ Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☒ No
- ☐ Yes.

List all cases. If more than 1, attach a separate list

Debtor _____ Relationship _____

District _____ When _____ Case number, if known _____

Debtor USA Gymnastics
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (Check all that apply.)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated Assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input checked="" type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input checked="" type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor USA Gymnastics
Name

Case number (if known) _____

Request for Relief, Declaration, and Signatures**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on December 5, 2018
MM / DD / YYYY**X** /s/ James Scott Schollenbarger
Signature of authorized representative of debtorJames Scott Schollenbarger
Printed nameTitle Chief Financial Officer**18. Signature of attorney****X** /s/ Catherine Steege
Signature of attorney for debtorDate December 5, 2018
MM / DD / YYYYCatherine Steege
Printed nameJENNER & BLOCK LLP
Firm name353 N. Clark St.
Chicago, IL 60654
Number, Street, City, State & ZIP CodeContact phone 312-222-9350Email address csteege@jenner.comIL 06183529
Bar number and State

Debtor name USA Gymnastics**UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF INDIANA**

Case No. (If known) _____

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1 Stephen D Penny Jr 11121 Mirador Lane Fishers, IN 46037	Stephen D Penny Jr	Severance Compensation	Disputed			\$339,999.96
2 Fidelity Investments 2018 USAG Profit Sharing Contribution 100 Crosby Parkway Covington, KY 41015	Fidelity Investments 2018	Vendor				\$236,984.10
3 Plews Shadley Racher & Braun LLP 1346 N. Delaware St. Indianapolis, IN 46204	Plews Shadley Racher & Braun LLP	Vendor November 2018 Legal Invoice - Estimate				\$200,000.00
4 American Athletic, Inc 200 American Ave Jefferson, IA 50129	American Athletic, Inc	Vendor				\$62,116.24
5 PNC Bank P.O. Box 828702 Philadelphia, PA 19182	PNC Bank	Vendor Pcard Balance USAG and S&R - Estimate				\$50,000.00
6 National Travel Systems-Corporate Office 4314 S Loop 289, Suite 300 Lubbock, TX 79413	National Travel Systems-Corporate Office	Vendor				\$45,645.03

Debtor name USA Gymnastics

Case No. (If known) _____

(Continuation Sheet)

Name of creditor and complete mailing address, including zip code.	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
7 Wipfli LLP 12359 Sunrise Valley Drive Reston, VA 20191	Wipfli LLP Tel: 414-431-9300 Fax: 414-413-9303	Vendor				\$9,814.30
8 The Alexander 333 South Delaware Street Indianapolis, IN 46204	The Alexander Tel: 317-624-8200	Vendor				\$8,025.49
9 John Cheng 137 Danbury Rd. #141 New Milford, CT 06776	John Cheng Tel: 860-355-5703	Vendor				\$4,124.00
10 Benchmark Rehabilitation Partners PO Box 2314 Ooltewah, TN 37363	Benchmark Rehabilitation Partners Tel: 423-238-7217 Fax: 423-238-3473	Vendor				\$3,937.50
11 AT&T P.O. Box 105414 Atlanta, GA 30348	AT&T	Vendor				\$3,918.72
12 Sport Graphics, Inc. 3423 Park Davis Circle Indianapolis, IN 46235	Sport Graphics, Inc. Tel: 000-899-7000	Vendor				\$3,418.00
13 BMI P.O. Box 630893 Cincinnati, OH 45263	BMI	Vendor				\$2,842.39

Debtor name USA Gymnastics

Case No. (If known) _____

(Continuation Sheet)

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				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
14 Tatiana Perskaia 7633 Hamelin Lane Gainesville, VA 20155	Tatiana Perskaia	Vendor				\$2,789.60
15 Antonia Markova 3535 Acorn Way Lane Spring, TX 77389	Antonia Markova	Vendor				\$2,400.00
16 Daniel Baker 1311 Kelliwood Oaks Drive Katy, TX 77450	Daniel Baker	Vendor				\$2,345.06
17 Denison Parking c/o Virginia Ave. Garage P.O. Box 1582 Indianapolis, IN 46206	Denison Parking	Vendor				\$2,250.00
18 Ivan Yordanov Ivanov 700 Cobia Drive Katy, TX 77494	Ivan Yordanov Ivanov	Vendor				\$2,239.57
19 Elite Sportswear, L.P. 6850 Enterprise Dr. South Bend, IN 46628	Elite Sportswear, L.P.	Vendor				\$2,140.13
20 Neofunds By Neopost P.O. Box 6813 Carol Stream, IL 60197	Neofunds By Neopost Tel: 800-636-7678	Vendor				\$2,000.00

Debtor name **USA Gymnastics**

Case No. (If known) _____

(Continuation Sheet)

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				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
21 Dodson Group Inc P.O. Box 393 Bownsbury, IN 46112	Dodson Group Inc Tel: 800-755-7283	Vendor				\$1,960.74
22 Carey International, Inc. 7445 New Technology Way Frederick, MD 21703	Carey International, Inc.	Vendor				\$1,900.94
23 Chainey Umphrey 1415 Melwood Dr San Jose, CA 95054	Chainey Umphrey	Vendor				\$1,830.00
24 Mary Lou Ackman 1939 Butler Dr Bartlett, IL 60103	Mary Lou Ackman	Vendor				\$1,197.29
25 Heather M. Forbes 1170 White Chapel Algonquin, IL 60102	Heather M. Forbes	Vendor				\$1,060.00
26 Armine Barutyan-Fong 1409 NW Northridge Blue Springs, MO 64015	Armine Barutyan-Fong	Vendor				\$1,019.04
27 Champion Rx 5481 Commercial Dr., Suite C Huntington Beach, CA 92649	Champion Rx Tel: 855-699-2221	Vendor				\$887.67

Debtor name **USA Gymnastics**

Case No. (If known) _____

(Continuation Sheet)

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				Total Claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
28 Terin Humphrey 114 SE 2nd Street Blue Springs, MO 64014	Terin Humphrey	Vendor				\$840.40
29 Aflac 1932 Wynnton Road Columbus, GA 31999	Aflac Tel: 888-992-3522	Vendor				\$715.20
30 Staples Business Credit P.O. Box 105638 Atlanta, GA 30348	Staples Business Credit Tel: 800-693-8080	Vendor				\$710.39

RESOLUTIONS OF THE BOARD OF DIRECTORS OF USA GYMNASTICS

December 4, 2018

WHEREAS, the undersigned, representing each of the directors of the Board of Directors (the “**Board**”) of USA Gymnastics (“**USAG**”), a 501(c)(3), not-for-profit organization, hereby adopt the following resolutions by written consent conducted via email;

WHEREAS, the Board of USAG, having considered the financial and operational conditions and strategic alternatives of USAG, and having reviewed, considered and received the recommendation of senior management to USAG and the advice of USAG’s professionals and advisors with respect to the options available to USAG, including, without limitation, a filing under chapter 11 of the United States Code (the “**Bankruptcy Code**”), has determined that it is desirable and in the best interests of USAG, its creditors and employees and other interested parties that a petition be filed by USAG, seeking relief under the provisions of chapter 11 of the Bankruptcy Code;

NOW THEREFORE, BE IT

RESOLVED, that USAG be, and hereby is, authorized and empowered to file a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code, in the United Bankruptcy Court for the Southern District of Indiana:

RESOLVED, that members of the Board, USAG’s officers, and any other person designated and so authorized to act by a director or officer of USAG (each an “**Authorized Person**” and, collectively, the “**Authorized Persons**”) hereby are, and each of them is, authorized and empowered to: (i) execute, verify and file on behalf of USAG all documents necessary or appropriate in connection with the filing of USAG’s chapter 11 petition; and any chapter 11 plan that the members of the Board deem to be in USAG’s best interest, including, without limitation, all petitions, affidavits, declarations, schedules, statements of financial affairs, lists, motions, applications, pleadings, and other papers or documents in connection with such chapter 11 petition and plan; (ii) cause USAG to borrow funds from any such parties as they deem appropriate (a DIP facility) as reasonably necessary for the continuing conduct of the affairs of USAG and grant security interests in and liens upon all or substantially all of USAG’s assets as may be deemed necessary in connection with such borrowings; (iii) take and perform any and all actions deemed necessary and proper to obtain such relief as authorized herein and in connection with USAG’s chapter 11 case; (iv) appear as necessary at all bankruptcy proceedings on behalf of USAG; and (v) pay all such expenses where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein;

RESOLVED, that the law firm of Jenner & Block LLP, be and hereby is employed as general bankruptcy counsel for USAG in USAG’s chapter 11 case, subject to approval by the Bankruptcy Court;

RESOLVED, that the Authorized Persons be, and hereby are, authorized and empowered to employ and retain all assistance by legal counsel, accountants, financial advisors, restructuring

advisors, investment bankers, public relations professionals and other professionals, subject to approval by the Bankruptcy Court, and to perform any and all further acts and deeds the Authorized Persons deem necessary, proper, or desirable in furtherance thereof with a view to the successful prosecution of USAG's chapter 11 case;

RESOLVED, that the Authorized Persons be and are hereby authorized and empowered to amend, supplement or otherwise modify from time to time the terms of any petitions, affidavits, declarations, schedules, statements of financial affairs, lists, motions, applications, pleadings, and other papers or documents executed in conjunction with any of the forgoing resolutions;

RESOLVED, that the acts, actions and transactions taken by the officers or the Board or any other Authorized Person taken prior to the date of the foregoing resolutions adopted herein and within the authority conferred, are hereby ratified, confirmed, and approved in all respects as the act and deed of USAG.

IN WITNESS WHEREOF, the undersigned have electronically executed this written consent as of the date first above written.

DIRECTORS OF THE BOARD OF USA GYMNASTICS

/s/ Kathryn Carson
Kathryn Carson, Chair

/s/ Steven Legendre
Steven Legendre

/s/ David C. Rudd
David C. Rudd, Vice Chair

/s/ Dylan Mauer
Dylan Mauer

/s/ Stefanie Korepin
Stefanie Korepin, Treasurer

/s/ Staci Slaughter
Staci Slaughter

/s/ Lois Bingham
Lois Bingham

/s/ Justin Spring
Justin Spring

/s/ Kittia Carpenter
Kittia Carpenter

/s/ Julie Springwater
Julie Springwater

/s/ Ivana Hong
Ivana Hong

/s/ Kimberly Till
Kimberly Till

/s/ Brent Lang
Brent Lang

/s/ Kevin White
Kevin White

**United States Bankruptcy Court
Southern District of Indiana**

In re USA Gymnastics

Debtor(s)

Case No.

Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Chief Financial Officer of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: 12/5/2018

/s/ James Scott Shollenbarger

James Scott Shollenbarger/Chief Financial Officer
Signer/Title